



THE UNITED STATES
CORPORATION
COMPANY

F98000003006

ACCOUNT NO. : 072100000032

REFERENCE : 879331 7222072

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Puyto

ORDER DATE : October 27, 2000

ORDER TIME : 11:39 AM

ORDER NO. : 879331-025

CUSTOMER NO: 7222072

CUSTOMER: Eric Lyddon Davis, Legal Asst
Dfs Group Limited
First Market Tower
525 Market Street, 33rd Floor
San Francisco, CA 94105

RA

Chau

FILED
OCT 30 PM 3:32
RECEIVED
DEPARTMENT OF STATE
BUREAU OF CONSULAR AFFAIRS
WASHINGTON, D.C.

CHANGE OF AGENT

100003443721--9

NAME: DFS GROUP LIMITED, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 PM 12:06
NO LONGER
TO BE USED
SUFFICIENCY OF FILING

DR

10/31/00

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Bermuda submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: DFS GROUP LIMITED, INC.
2. The mailing address of the corporation is: _____
3. Date of incorporation/qualification: 05/27/1998 Document number: F98000003006
4. The name and address of the current registered agent and office:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

FILED
00 OCT 30 PM 3:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David A. Suzuki
(Signature of an officer, chairman or vice chairman of the board)

9/1/00
(Date)

DAVID A. SUZUKI, ASSISTANT SECRETARY
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: Carol K. Dolor 10/27/2000
(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

Carol K. Dolor
(Typed or Printed Name)

Asst. Vice President
(Capacity)

*** FILING FEE: \$35.00 ***